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February 3, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Satisfaction and Release, dated as of January 26, 1995, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 4680 and 8261. We request that this document be recorded under Recordation Nos. 4680-C and 8261-GG.

The name and address of the party to the Partial Satisfaction and Release is:

Lender:

CoreStates Bank, N.A., formerly known as
First Pennsylvania Banking and Trust Company
510 Walnut Street
Philadelphia, PA 19106

A description of the equipment covered by the document consists of 39 locomotives numbered PRR 6187-6199, inclusive, and 6209-6234, inclusive.

A fee of \$42.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

8261-GG
RECORDATION NO. 8261-GG
FEB 3 - 1995 - 8 05 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
FEB 3 1995
LICENSING BRANCH
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FEB 3 1995

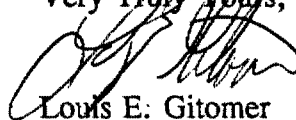
Counterparts - Louis E. Gitomer

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
February 3, 1995
Page 2

A short summary of the document to appear in the index follows: a Satisfaction and Release by CoreStates Bank, N.A., formerly known as First Pennsylvania Banking and Trust Company, 510 Walnut Street, Philadelphia, PA 19106, covering 39 locomotives numbered PRR 6187-6199, inclusive, and 6209-6234, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer
Counsel for MK Rail Corporation

Enclosures

826666
FEB 3 - 1995 - 3 05 PM
Satisfaction and Release Commission
SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE is dated as of January 26, 1995, and is made by CoreStates Bank, N.A., a banking corporation organized under the laws of the United States ("CoreStates/First Pennsylvania"), formerly known as The First Pennsylvania Banking and Trust Company.

W I T N E S S E T H :

WHEREAS, pursuant to a Conditional Sale Agreement ("Agreement") dated as of December 1, 1967, General Motors Corporation (Electro-Motive Division), a Delaware corporation ("GMC"), manufactured and sold to C.I.T. Financial Corporation, a Delaware corporation ("CIT"), certain railroad equipment, including 39 locomotive units numbered PRR 6187-6199, 6210-6234, and 6209 ("Locomotive Units"), which said Agreement was recorded at the Interstate Commerce Commission ("ICC") on December 27, 1967, in Recordation No. 4680;

WHEREAS, pursuant to an Agreement and Assignment ("Assignment") included within the above Agreement (Recordation No. 4680), GMC assigned its rights to the Locomotive Units and Agreement to CoreStates/First Pennsylvania;

WHEREAS, pursuant to a Lease of Railroad Equipment dated December 1, 1967 ("Lease"), CIT leased to The Pennsylvania Railroad Company, a Pennsylvania corporation ("Pennsylvania Railroad"), all of the Locomotive Units. Said Lease was recorded at the ICC on December 27, 1967, as Recordation No. 4680-A;

WHEREAS, Agreement dated March 1, 1968, was recorded with the ICC on March 22, 1968, as Recordation No. 4680-B, which agreement referred to two Additional Conditional Sale Agreements as of March 1, 1968, between CIT, Pennsylvania Railroad and General Electric Company ("GE") and ALCO Products, Incorporated ("ALCO") as additional Manufacturers and Vendors under the original Agreement dated December 1, 1967, wherein GE and ALCO agreed to manufacture, sell and deliver to CIT additional railroad equipment, including Locomotive Units numbered PRR 6555-6559 and 6339-6344 (referred to hereafter collectively with the original Locomotive Units as "Locomotive Units"), and wherein the parties agreed to amend the Lease to include all Locomotive Units and to include within the terms "Manufacturer" and "Vendor" as used in the Lease the Additional Manufacturers and Vendors, GE and ALCO;

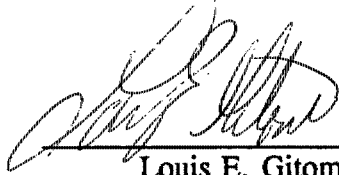
WHEREAS, Notice of Assignment effective April 1, 1976, was placed of record in the file of ICC Recordation No. 4680 and recorded as ICC Recordation No. 8261, advising that the trustees of Penn Central Transportation Company assigned all of Penn Central Transportation Company's right and interest in the Lease to Consolidated Rail Corporation; and

WHEREAS, CoreStates/First Pennsylvania desires to execute this instrument to evidence for the public record the satisfaction and release of all rights of CoreStates/First Pennsylvania to the Locomotive Units under the financing document filed of record with the ICC as Recordation No. 4680.

NOW, THEREFORE, in consideration of the premises:

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Satisfaction and Release, dated as of January 26, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
February 3, 1995